

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
TERRAFORM LABS PTE. LTD.,	:	Case No. 24–10070 (BLS)
	:	
Debtor.¹	:	Re: Docket Nos. 61 & 63
	:	
	X	

**CERTIFICATION OF COUNSEL REGARDING REVISED
PROPOSED ORDER PURSUANT TO BANKRUPTCY
CODE SECTION 363 AUTHORIZING DEBTOR TO PAY
(I) WINTERMUTE COSTS AND (II) GRANTING RELATED RELIEF**

The undersigned hereby certifies as follows:

1. On February 14, 2024, Terraform Labs Pte. Ltd., as debtor and debtor in possession in the above-captioned chapter 11 case (the “**Debtor**”), filed the *Motion of Debtor for Entry of Orders Pursuant to Sections 363, 503(b), and 105(a) of the Bankruptcy Code Authorizing Debtor to Pay Certain Amounts in Furtherance of Litigation and Granting Related Relief* [Docket No. 61] (the “**Motion**”)² with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Attached thereto as **Exhibit B** was a proposed form of order (the “**Proposed Wintermute Order**”) granting the relief requested with respect to payment of the Wintermute Costs (as defined in the Motion).

2. Pursuant to the *Order Shortening Notice and Objection Periods Solely with Respect to the Wintermute Order Sought in Motion of Debtor for Entry of Orders Pursuant to Sections 363, 503(b), and 105(a) of the Bankruptcy Code Authorizing Debtor to Pay Certain Amounts in*

¹ The Debtor’s principal office is located at 1 Wallich Street, #37-01, Guoco Tower, Singapore 078881.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

Furtherance of Litigation and Granting Related Relief [Docket No. 63], objections to the relief sought in the Wintermute Order, if any, were to be filed by no later than February 23, 2024 at 4:00 p.m. (prevailing Eastern Time) (the “**Objection Deadline**”), and the hearing on such relief was scheduled for February 28, 2024 at 1:00 p.m. (prevailing Eastern Time).³

3. Prior to the Objection Deadline, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) provided informal comments (the “**Informal Comments**”) to the Wintermute Order.

4. Other than the Informal Comments, no objection or responsive pleading to the Wintermute Order has appeared on the Court’s docket in this chapter 11 case and the Debtor received no other informal responses.

5. The Debtor and the U.S. Trustee engaged in discussions to resolve the Informal Comments. As a result of those discussions, the Debtor and the U.S. Trustee agreed to certain revisions to the Proposed Wintermute Order (the “**Revised Wintermute Order**”) that resolve the Informal Comments. In addition, the Revised Wintermute Order reflects a reduction in the amount of the Wintermute Security for Costs (as defined in the Motion) as a result of an order that the English High Court (as defined in the Motion) entered following the February 16 hearing before such court.

6. The Revised Wintermute Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a blackline of the Revised Wintermute Order marked against the Proposed Wintermute Order is attached hereto as **Exhibit 2**. The Revised

³ The deadline to object to the balance of the relief sought in the Motion is February 27, 2024 at 4:00 p.m. (prevailing Eastern Time), and the hearing on such relief is scheduled for March 5, 2024 at 2:30 p.m. (prevailing Eastern Time).

Wintermute Order has also been circulated to the U.S. Trustee and the U.S. Trustee has confirmed that it does not object to entry of the Revised Wintermute Order.

WHEREFORE, the Debtor respectfully requests that the Revised Wintermute Order, substantially in the form attached hereto as **Exhibit 1**, be entered at the earliest convenience of the Court.

Dated: February 26, 2024
Wilmington, Delaware

/s/ Matthew P. Milana

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